

BRODNAX JENNIFER  
 Form 5  
 February 17, 2009

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0362  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**BRODNAX JENNIFER**  
  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**FEDERAL TRUST CORP [FDT]**  
  
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2008**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below)  Other (specify below)  
 Exec. VP of Subsidiary

**312 WEST FIRST STREET**  
  
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
 (check applicable line)

**SANFORD, FL 32771**

Form Filed by One Reporting Person  
 \_\_\_ Form Filed by More than One Reporting Person

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	^	^	^	^	^	^	29,220	D	^
Common Stock	^	^	^	^	^	^	1,714	I	Federal Trust Corp. Key Emp. Stock Bonus plan

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Common Stock	Â	Â	Â	Â	Â	Â	177,106	I	Federal Trust 401K Plan Trustee
Common Stock	09/16/2008	Â	S	103	D	\$ 0.43	29,117	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock Option Grant	\$ 7.62	Â	Â	Â	Â	10/24/2004 <sup>(1)</sup> 10/23/2013	Stock Options 23,645
Common Stock Option	\$ 4	Â	Â	Â	Â	10/01/2003 <sup>(3)</sup> 09/30/2012	Stock Options 1,355
Common Stock Option	\$ 4	Â	Â	Â	Â	01/31/1999 <sup>(2)</sup> 01/31/2008	Stock Options 15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRODNAX JENNIFER 312 WEST FIRST STREET SANFORD, FL 32771	Â	Â	Â	Exec. VP of Subsidiary

## Signatures

Jennifer  
Brodnax

02/17/2009

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Exercisable over 5 years at 20% per year.
- (2) Exercisable over 5 years at 20% per year.
- (3) Exercisable over 5 years at 20% per year.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.